

**AFFIDAVIT**

This Affidavit is being executed by an officer of SilverPop Systems, Inc. as a statement of ownership of U.S. Patent Application Serial Number 09/890,569 that was filed with the United States Patent Office on January 31, 2001 and has a title of "Virtual Processing Using E-Commercials (the Present Application)."

The Present Application was originally filed in the United States Patent Office by MindArrow Systems, Inc of Aliso Viejo, California. Subsequent to this filing, the Present Application was acquired by Avalon Digital Marketing Systems, Inc. of California. On June 30, 2003, the Present Application was acquired by SilverPop Systems, Inc.

As an officer of SilverPop Systems, Inc., I hereby state that SilverPop Systems, Inc. has full and complete title and ownership in and to the Present Application.

James K McCormick
 Signature
James K McCormick
 Name
Chief Financial Officer
 Title/Position
12/5/03
 Date

STATE OF Georgia
 COUNTY OF Fulton

(SEAL)

On this 5th day of December, 2003, before me personally appeared James K. McCormick, to me known and known to me to be the individual aforesaid who duly acknowledged the signing of the foregoing instrument to be his voluntary act and deed and who executed the same for the uses and purposes therein specified.

Andrea H. Chobroski
 Notary Public
 Notary Public, Cobb County, Georgia
 My Commission Expires July 14, 2008